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ARTICLES OF INCORPORATION
FOR
PLYMOUTH PLACE NEIGHBORHOOD ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
PLYMOUTH PLACE NEIGHBORHOOD ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
PLYMOUTH PLACE NEIGHBORHOOD ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Plymouth Place Articles of Incorporation for the purpose of forming a corporation under the Florida Not-for-Profit Business Corporation Act.

ARTICLE I

NAME: The name of the corporation, herein called the "Plymouth Place Neighborhood Association", is Plymouth Place Neighborhood Association, Inc., and its address is c/o Pulte Home Corporation, 9240 Estero Park Commons Blvd., Estero, FL 33928, Attn: Edwin D. Stackhouse.

ARTICLE II

DEFINITIONS: The definitions set forth in the Plymouth Place Declaration of Covenants, Conditions and Restrictions and Section 720.301, F.S., (2006), shall apply to terms used in these Plymouth Place Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Plymouth Place Neighborhood Association is organized is to provide a homeowners' association entity pursuant to Section 720.301, F.S. (2006) to act as a "homeowners' association" for the operation of Plymouth Place (the "Neighborhood") located in Collier County, Florida. The Plymouth Place Neighborhood Association is organized and shall exist on a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Plymouth Place Neighborhood Association shall be distributed or inure to the private benefit of any Plymouth Place Member, Director or officer. For the accomplishment of its purposes, the Plymouth Place Neighborhood Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by the Plymouth Place Governing Documents and it shall have all of the powers and duties reasonably necessary to operate the Neighborhood pursuant to the Plymouth Place Governing Documents as they may hereafter be amended, and including but not limited to the following:

(A) To make and collect assessments against Plymouth Place Members to defray the costs, expenses and losses of the Plymouth Place Neighborhood Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the Plymouth Place Neighborhood Association property.

(C) To purchase insurance for the protection of the Plymouth Place Neighborhood Association and its Plymouth Place Members.

(D) To repair and reconstruct improvements after casualty, and to make further improvements of the Plymouth Place Neighborhood Association property.

(E) To make, amend and enforce reasonable Plymouth Place Rules and Regulations as set forth in the Plymouth Place Declaration.

(F) To approve or disapprove the transfer, leasing and occupancy of Parcels as provided in

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the Plymouth Place Declaration.

(G) To enforce the provisions of the laws of the State of Florida that are applicable to the Neighborhood, and the Plymouth Place Governing Documents.

(H) To contract for the management and maintenance of the Neighborhood and the Plymouth Place Neighborhood Common Area, and any property or easements and related improvements that are dedicated to the Plymouth Place Neighborhood Association by plat, or separate instrument, including any agreement or easement which imposes maintenance obligations on the Plymouth Place Neighborhood Association, and to delegate any powers and duties of the Plymouth Place Neighborhood Association in connection therewith except such as are specifically required by law or by the Plymouth Place Declaration to be exercised by the Plymouth Place Board of Directors or the Plymouth Place Members.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Neighborhood.

(J) To borrow money as necessary to perform its other functions hereunder.

(K) To grant, modify or move any easement.

(L) To acquire, own, lease and dispose of any real and personal property.

(M) To sue and be sued.

All funds and the title to all property acquired by the Plymouth Place Neighborhood Association shall be held for the benefit of the Plymouth Place Members in accordance with the provisions of the Plymouth Place Governing Documents. In the event of termination, dissolution or final liquidation of the Plymouth Place Neighborhood Association, the responsibility for the operation and maintenance of the Neighborhood, including any property or easements and related improvements that are dedicated to the Plymouth Place Neighborhood Association by plat, or separate instrument, including any agreement or easement which imposes maintenance obligations on the Plymouth Place Neighborhood Association, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation. Annexation of additional properties, mergers and consolidations, mortgaging of Plymouth Place Neighborhood Common Area and dissolution of the Plymouth Place Neighborhood Association requires prior written approval of the Department of Housing and Urban Development and the Veterans Administration ("HUD/VA") prior to the Plymouth Place Turnover Date.

ARTICLE IV

MEMBERSHIP:

(A) The Plymouth Place Members shall be the record owners of a fee simple interest in one or more Parcels. Class "A" Plymouth Place Members are all owners other than Plymouth Place Developer. The Class "B" Plymouth Place Member is the Plymouth Place Developer as further provided in the Plymouth Place Bylaws.

(B) The share of an Plymouth Place Member in the funds and assets of the Plymouth Place Neighborhood Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.

(C) Except as otherwise provided in the Plymouth Place Declaration and Plymouth Place

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Bylaws with respect to the Class "B" Plymouth Place Member, the owners of each Parcel, collectively, shall be entitled to one vote in Plymouth Place Neighborhood Association matters. The manner of exercising voting rights shall be as set forth in the Plymouth Place Bylaws.

ARTICLE V

TERM: The term of the Plymouth Place Neighborhood Association shall be perpetual.

ARTICLE VI

PLYMOUTH PLACE BYLAWS: The Plymouth Place Bylaws may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Plymouth Place Neighborhood Association shall be administered by a Plymouth Place Board of Directors consisting of the number of Directors determined by the Plymouth Place Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Plymouth Place Neighborhood Association shall initially be appointed by and shall serve at the pleasure of the Plymouth Place Developer, and following transition from Plymouth Place Developer control shall be elected by the Class "A" Plymouth Place Members in the manner determined by the Plymouth Place Bylaws. Directors may be removed and vacancies on the Plymouth Place Board of Directors shall be filled in the manner provided by the Plymouth Place Bylaws.

(C) The business of the Plymouth Place Neighborhood Association shall be conducted by the officers designated in the Plymouth Place Bylaws. The officers shall be elected each year by the Plymouth Place Board of Directors at its first meeting after the annual meeting of the Plymouth Place Members, and they shall serve at the pleasure of the Plymouth Place Board. The initial Directors are as follows:

Edwin D. Stackhouse
c/o Pulte Home Corporation
9240 Estero Park Commons Blvd.
Estero, FL 33928

Richard McCormick
c/o Pulte Home Corporation
9240 Estero Park Commons Blvd.
Estero, FL 33928

Laura Ray
c/o Pulte Home Corporation
9240 Estero Park Commons Blvd.
Estero, FL 33928

The initial Officers are: Edwin D. Stackhouse- President; Richard McCormick- Vice President; and Laura

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Ray, Secretary/Treasurer.

ARTICLE VIII

AMENDMENTS: Amendments to these Plymouth Place Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Plymouth Place Articles may be proposed by a majority of the Plymouth Place Board or by a written petition to the Plymouth Place Board, signed by at least one-fourth (1/4) of the voting interests of the Plymouth Place Neighborhood Association.

(B) Procedure. Upon any amendment to these Plymouth Place Articles being proposed by said Plymouth Place Board or Plymouth Place Members, such proposed amendment shall be submitted to a vote of the Plymouth Place Members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Amendments shall be adopted by the Plymouth Place Board of Directors, provided, however, that subsequent to the Plymouth Place Turnover Date, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests of the Plymouth Place Neighborhood Association, at any annual or special meeting called for that purpose. As long as Plymouth Place Developer owns a Parcel, an amendment to these Plymouth Place Articles of Incorporation shall not be effective without the prior written consent of Plymouth Place Developer, which consent may be denied in Plymouth Place Developer's discretion, provided, further, that regardless of whether Plymouth Place Developer owns a Parcel, no amendment shall be effective if it affects the Plymouth Place Developer's rights or alters any provision made for the Plymouth Place Developer's benefit. Amendment of these Plymouth Place Articles requires prior written approval of HUD/VA prior to the Plymouth Place Turnover Date.

(D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Plymouth Place Neighborhood Association shall indemnify and hold harmless every Director and every officer of the Plymouth Place Neighborhood Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Plymouth Place Neighborhood Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Plymouth Place Neighborhood Association, in a proceeding by or in the right of the Plymouth Place Neighborhood Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

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The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:


Edwin D. Stackhouse
c/o Pulte Home Corporation
9240 Estero Park Commons Blvd.
Estero, FL 33928

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Edwin D. Stackhouse
c/o Pulte Home Corporation
9240 Estero Park Commons Blvd.
Estero, FL 33928

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a not-for-profit corporation to do business in the State of Florida, under the law of Florida, makes and files these Plymouth Place Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 13th day of December, 2006.


Edwin D. Stackhouse, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

PLYMOUTH PLACE NEIGHBORHOOD ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Edwin D. Stackhouse
c/o Pulte Home Corporation
9240 Estero Park Commons Blvd.
Estero, FL 33928


Edwin D. Stackhouse, President

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
Edwin D. Stackhouse

DATE 12/13/06